

RECORDATION NO. 27052-A FILED

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

June 29, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of June 28, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Lease being filed with the Board under Recordation Number 27052.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.  
480 W. Dussel Drive  
Maumee, OH 43537

Assignee: Siemens Financial Services, Inc.  
170 Wood Avenue South  
Iselin, NY 08830

Mr. Vernon A. Williams  
June 29, 2007  
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A description of the railroad equipment covered by the enclosed document is:

222 railcars within the series DOWX 6000 – DOWX 6224 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made and entered into as of June 28, 2007, by and between The Andersons, Inc. ("Assignor") and Siemens Financial Services, Inc. ("Assignee").

WHEREAS, The Andersons, Inc., as successor Lessor to Citicorp Leasing, Inc. and The Dow Chemical Co., as Lessee, have heretofore entered into that certain Lease of Railroad Equipment, dated as of February 1, 1979, and Lease Extension Agreement to the Lease, dated as of October 1, 2005, (collectively, the "Lease") pertaining to the rail cars described therein ("Equipment"). Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation number 27052.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

*[Signature Pages to Follow]*

ASSIGNOR: THE ANDERSONS, INC.

By: Nicholas Conrad  
Nicholas C. Conrad  
Assistant Treasurer

STATE OF OHIO )  
COUNTY OF LUCAS ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Nicholas C. Conrad, Assistant Treasurer of The Andersons, Inc., and he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors and that the same is the free act and deed of said officer and of said corporation.

29th In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this day of June, 2007.



Judy A. Baldwin  
Notary Public  
My commission expires 02/01/2010

JUDY A. BALDWIN  
Notary Public, State of Ohio  
Commission Expires 02/01/2010

ASSIGNEE: SIEMENS FINANCIAL SERVICES INC.

By: Robert Knapp

Name: Robert Knapp

Title: Senior Vice President

Carole Walters

STATE OF NEW JERSEY      )  
                                )  
COUNTY OF MIDDLESEX      ) ss:

CAROL WALTERS  
VICE PRESIDENT-DOCUMENTATION

Before me, a Notary Public, in and for said county and state, personally appeared Robert Knapp, the Senior Vice President of Siemens Financial Services, Inc., a Delaware corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal this 29<sup>th</sup> day of June, 2007.

Antoinette Puccia

Notary Public  
My Commission Expires: ANTOINETTE PUCCIA

Notary Public, State of New Jersey

My Commission Expires November 15, 2011

ASSIGNEE: SIEMENS FINANCIAL SERVICES INC.

By: Carole Walters

Name: Carole Walters

Title: VICE PRESIDENT-DOCUMENTATION

STATE OF NEW JERSEY      )  
                                )  
COUNTY OF MIDDLESEX      ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Carole Walters, the Vice President of Siemens Financial Services, Inc., a Delaware corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal this 29<sup>th</sup> day of June, 2007.

Antoinette Puccia

Notary Public  
My Commission Expires: ANTOINETTE PUCCIA

Notary Public, State of New Jersey

My Commission Expires November 15, 2011

**Equipment**  
**The Dow Chemical Company 222 Cars**

	<b>Mark</b>	<b>No.</b>	<b>Size</b>		<b>Mark</b>	<b>No.</b>	<b>Size</b>		<b>Mark</b>	<b>No.</b>	<b>Size</b>
1	DOWX	6000	23100	76	DOWX	6076	23100	151	DOWX	6152	20000
2	DOWX	6001	23100	77	DOWX	6077	23100	152	DOWX	6153	20000
3	DOWX	6002	23100	78	DOWX	6078	23100	153	DOWX	6154	20000
4	DOWX	6003	23100	79	DOWX	6079	23100	154	DOWX	6155	20000
5	DOWX	6004	23100	80	DOWX	6080	23100	155	DOWX	6156	20000
6	DOWX	6005	23100	81	DOWX	6081	23100	156	DOWX	6157	20000
7	DOWX	6006	23100	82	DOWX	6082	23100	157	DOWX	6158	20000
8	DOWX	6007	23100	83	DOWX	6083	23100	158	DOWX	6159	20000
9	DOWX	6008	23100	84	DOWX	6084	23100	159	DOWX	6160	20000
10	DOWX	6009	23100	85	DOWX	6085	23100	160	DOWX	6161	20000
11	DOWX	6010	23100	86	DOWX	6086	23100	161	DOWX	6162	20000
12	DOWX	6011	23100	87	DOWX	6087	23100	162	DOWX	6163	20000
13	DOWX	6012	23100	88	DOWX	6088	23100	163	DOWX	6164	20000
14	DOWX	6013	23100	89	DOWX	6089	23100	164	DOWX	6165	20000
15	DOWX	6014	23100	90	DOWX	6090	20000	165	DOWX	6166	20000
16	DOWX	6015	23100	91	DOWX	6091	20000	166	DOWX	6167	20000
17	DOWX	6016	23100	92	DOWX	6092	20000	167	DOWX	6168	20000
18	DOWX	6017	23100	93	DOWX	6093	20000	168	DOWX	6169	20000
19	DOWX	6019	23100	94	DOWX	6094	20000	169	DOWX	6170	20000
20	DOWX	6020	23100	95	DOWX	6095	20000	170	DOWX	6171	20000
21	DOWX	6021	23100	96	DOWX	6096	20000	171	DOWX	6172	20000
22	DOWX	6022	23100	97	DOWX	6097	20000	172	DOWX	6173	20000
23	DOWX	6023	23100	98	DOWX	6098	20000	173	DOWX	6174	20000
24	DOWX	6024	23100	99	DOWX	6099	20000	174	DOWX	6175	20000
25	DOWX	6025	23100	100	DOWX	6100	20000	175	DOWX	6176	20000
26	DOWX	6026	23100	101	DOWX	6101	20000	176	DOWX	6177	20000
27	DOWX	6027	23100	102	DOWX	6102	20000	177	DOWX	6178	20000
28	DOWX	6028	23100	103	DOWX	6103	20000	178	DOWX	6179	20000
29	DOWX	6029	23100	104	DOWX	6104	20000	179	DOWX	6180	20000
30	DOWX	6030	23100	105	DOWX	6105	20000	180	DOWX	6181	20000
31	DOWX	6031	23100	106	DOWX	6106	20000	181	DOWX	6183	20000
32	DOWX	6032	23100	107	DOWX	6107	20000	182	DOWX	6184	20000
33	DOWX	6033	23100	108	DOWX	6108	20000	183	DOWX	6185	20000
34	DOWX	6034	23100	109	DOWX	6109	20000	184	DOWX	6186	20000
35	DOWX	6035	23100	110	DOWX	6110	20000	185	DOWX	6187	20000
36	DOWX	6036	23100	111	DOWX	6111	20000	186	DOWX	6188	20000
37	DOWX	6037	23100	112	DOWX	6112	20000	187	DOWX	6189	20000
38	DOWX	6038	23100	113	DOWX	6113	20000	188	DOWX	6190	20000
39	DOWX	6039	23100	114	DOWX	6114	20000	189	DOWX	6191	20000
40	DOWX	6040	23100	115	DOWX	6115	20000	190	DOWX	6192	20000
41	DOWX	6041	23100	116	DOWX	6116	20000	191	DOWX	6193	20000
42	DOWX	6042	23100	117	DOWX	6117	20000	192	DOWX	6194	20000
43	DOWX	6043	23100	118	DOWX	6118	20000	193	DOWX	6195	20000
44	DOWX	6044	23100	119	DOWX	6119	20000	194	DOWX	6196	20000
45	DOWX	6045	23100	120	DOWX	6120	20000	195	DOWX	6197	20000
46	DOWX	6046	23100	121	DOWX	6121	20000	196	DOWX	6198	20000
47	DOWX	6047	23100	122	DOWX	6122	20000	197	DOWX	6199	20000
48	DOWX	6048	23100	123	DOWX	6123	20000	198	DOWX	6200	20000

49	DOWX	6049	23100	124	DOWX	6124	20000	199	DOWX	6201	20000
50	DOWX	6050	23100	125	DOWX	6125	20000	200	DOWX	6202	20000
51	DOWX	6051	23100	126	DOWX	6126	20000	201	DOWX	6203	20000
52	DOWX	6052	23100	127	DOWX	6127	20000	202	DOWX	6204	20000
53	DOWX	6053	23100	128	DOWX	6128	20000	203	DOWX	6205	20000
54	DOWX	6054	23100	129	DOWX	6129	20000	204	DOWX	6206	20000
55	DOWX	6055	23100	130	DOWX	6130	20000	205	DOWX	6207	20000
56	DOWX	6056	23100	131	DOWX	6131	20000	206	DOWX	6208	20000
57	DOWX	6057	23100	132	DOWX	6132	20000	207	DOWX	6209	20000
58	DOWX	6058	23100	133	DOWX	6133	20000	208	DOWX	6210	20000
59	DOWX	6059	23100	134	DOWX	6134	20000	209	DOWX	6211	20000
60	DOWX	6060	23100	135	DOWX	6135	20000	210	DOWX	6212	20000
61	DOWX	6061	23100	136	DOWX	6136	20000	211	DOWX	6213	20000
62	DOWX	6062	23100	137	DOWX	6137	20000	212	DOWX	6214	20000
63	DOWX	6063	23100	138	DOWX	6138	20000	213	DOWX	6215	20000
64	DOWX	6064	23100	139	DOWX	6139	20000	214	DOWX	6216	20000
65	DOWX	6065	23100	140	DOWX	6140	20000	215	DOWX	6217	20000
66	DOWX	6066	23100	141	DOWX	6141	20000	216	DOWX	6218	20000
67	DOWX	6067	23100	142	DOWX	6142	20000	217	DOWX	6219	20000
68	DOWX	6068	23100	143	DOWX	6143	20000	218	DOWX	6220	20000
69	DOWX	6069	23100	144	DOWX	6144	20000	219	DOWX	6221	20000
70	DOWX	6070	23100	145	DOWX	6145	20000	220	DOWX	6222	20000
71	DOWX	6071	23100	146	DOWX	6146	20000	221	DOWX	6223	20000
72	DOWX	6072	23100	147	DOWX	6147	20000	222	DOWX	6224	20000
73	DOWX	6073	23100	148	DOWX	6148	20000				
74	DOWX	6074	23100	149	DOWX	6149	20000				
75	DOWX	6075	23100	150	DOWX	6150	20000				

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/29/07

  
\_\_\_\_\_  
Robert W. Alvord